

HELM-PACIFIC LEASING

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RECORDATION NO. 25782-2 FEB

MAR 03 '11 -2 05 PM

SURFACE TRANSPORTATION BOARD

STB E-File

March 3, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of March 1, 2011, and is made by **UNION BANK OF CALIFORNIA, N.A. ("UBC")**, both as the lender and as administrative agent for itself and any other lender under the Loan and Security Agreement dated as of August 15, 2005 for the benefit of **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**Helm**").

Dear Section Chief:

On behalf of Helm, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed original copy of the above referenced Partial Termination.

In connection with the recording of this Partial Termination, please note the following information:

Name and Address for Helm: Helm-Pacific Leasing
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address for UBC: Union Bank
Northern California Commercial Banking Division
350 California Street, 10th Floor
San Francisco, CA 94104

Equipment: One (1), 2,300 c.f.c., 2-pocket open-top hoppers with 263K lb GRL marked SP 466867 Built date: 1979; and eighteen (18) mill gondola railcars, marked CNW 350176-350323 n.i. Built date: 1980-1981.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 25782 filed on August 19, 2005 at 3:21 p.m. Please apply the STB's filing fee to Lessor's account.

Summary: **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of January 7, 2011 made by **UNION BANK OF CALIFORNIA, N.A.**, both as the lender and as administrative agent for itself and any other lender under the Loan and Security Agreement dated as of August 15, 2005 for the benefit of **HELM-PACIFIC LEASING**, a Nebraska general partnership as it pertains to the one (1) open top hopper marked SP 466867 and eighteen (18), mill gondola railcars in reporting mark series CNW 350176-350323 n.i.

Yours truly,

Cecilia Mostaghim

Cecilia Mostaghim
Contract Administrator

Enclosure

MAR 03 '11 -2 05 PM

**PARTIAL TERMINATION OF
SECURITY INTEREST**

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of March 1, 2011, and is made by **UNION BANK OF CALIFORNIA, N.A. ("UBC")**, both as the lender and as administrative agent for itself and any other lender under the Loan and Security Agreement dated as of August 15, 2005 for the benefit of **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**HPL**").

1. **Recitals.** HPL owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "**Units**"). HPL has granted to UBC a security interest in substantially all of its assets now owned or hereafter acquired (the "**Collateral**"), upon the terms and conditions provided in that certain Memorandum of Loan and Security Agreement dated as of August 15, 2005, between the HPL and UBC (the "**Memorandum**"), as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on August 19, 2005 at 3:21 p.m. under Recordation No. 25782. The Memorandum was executed in connection with that certain Loan and Security Agreement dated as of August 15, 2005 between HPL and UBC ("**Security Agreement**").

HPL intends to sell the Units to a third party (the "**Sale**") and desires that such Sale shall be free and clear of any lien or security interest of UBC. Accordingly, HPL requests UBC to terminate the lien and security interest in the Units created by the Memorandum.

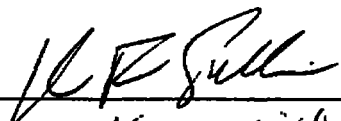
2. **Representation.** HPL hereby represents and warrants to UBC that the Sale and the application of the proceeds thereof comply with the terms of the Security Agreement.

3. **Partial Release and Termination.** UBC hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, UBC.

This Partial Termination shall have no effect on UBC's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, UBC has executed this Partial Termination of Security Interest as of the date first above written.

UNION BANK OF CALIFORNIA,
as Lender and Administrative Agent

By: 

Print Name: Kevin Sullivan

Its: Senior Vice President

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 3, 2011 before me, Matthew M. Ogburn, Senior Vice President, Secretary and General Counsel, personally appeared Kevin F. Sullivan, Senior Vice President of Union Bank of California, who proved to me on the basis of satisfactory evidence to be the person(s) whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Matthew M. Ogburn (Seal)

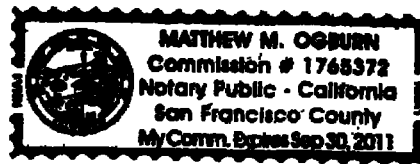


EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of March 1, 2011

THE UNITS

Description of the Unit: One (1) 2,300 cubic foot capacity, 2-pocket open-top hoppers with 263K lb GRL for aggregate service. Outside Length: 37'11" Outside Extreme Width: 10'8" Outside Extreme Height: 13'1".

	Mark	Number	Built Date	Current Location
	SP	466867	1979/09	Watsonville, CA

Description of the Units: Eighteen (18), 100-ton capacity, 52'6" mill gondola railcars.

Mark	Number	Built Date
CNW	350176	1980 / 12
CNW	350195	1981 / 01
CNW	350211	1981 / 01
CNW	350219	1981 / 01
CNW	350220	1980 / 11
CNW	350244	1981 / 01
CNW	350250	1980 / 10
CNW	350280	1980 / 11
CNW	350287	1980 / 11
CNW	350292	1980 / 11
CNW	350295	1980 / 12
CNW	350299	1980 / 11
CNW	350302	1980 / 12
CNW	350309	1980 / 12
CNW	350318	1980 / 12
CNW	350320	1980 / 11
CNW	350321	1980 / 12
CNW	350323	1980 / 12